

EXHIBIT 1

AMENDED AND RESTATED JAGUAR DEALER AGREEMENT

This Amended and Restated Jaguar Dealer Agreement, dated as of July 30, 2008 (this "Agreement"), is made by and between Morris County Jaguar, L.L.C., doing business as Madison Jaguar (NJ) (hereinafter referred to as the "Dealer") and Jaguar Land Rover North America, LLC, a Delaware limited liability company with offices at 555 MacArthur Boulevard, Mahwah, NJ 07430-2327 ("JLRNA").

WHEREAS, JLRNA and Main Auto Sales, Inc. dba Madison Jaguar (NJ) ("Main") are parties to a Replacement Dealer Agreement dated as of May 23, 2008 (the "Existing Dealer Agreement"); and

WHEREAS, JLRNA, Main, and Main's owner and Dealer Operator, Alan J. Burnside, have executed a Consent to Assumption and Assignment and Mutual Release Agreement, dated as of July 30, 2008, pursuant to which JLRNA consented to the assignment of the Existing Dealer Agreement to Dealer;

NOW, THEREFORE, the parties agree as follows:

1. This Agreement, together with the attached Jaguar Dealer Agreement between JLRNA and Dealer, of even date hereof, and the Performance Agreement dated July 10, 2008 and/or incorporated therein, amends and restates the Existing Dealer Agreement in its entirety and supersedes and replaces the Existing Dealer Agreement.
2. This Agreement shall not be valid unless and until executed by an executive officer of JLRNA and by a duly authorized officer of Dealer.

JAGUAR LAND ROVER NORTH AMERICA, LLC

By

Lee Maas

Vice President, Franchise Operations

**MORRIS COUNTY JAGUAR, L.L.C., dba
MADISON JAGUAR (NJ)**

By

Dennis Squitieri, Managing Member
Morris County Jaguar, LLC

Madison
JAGUAR
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